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DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

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1100 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

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19910
JAN 21 1996 PM

January 24, 1996

RECEIVED
JAN 21 12 04 PM '96
OFFICE OF SECRETARY

Via Hand Delivery

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301(a) and the regulations promulgated thereunder, are executed counterparts of a Memorandum of Lease of Railroad Equipment, dated as of December 27, 1995, between BOT Financial Corporation ("Lessor") and MAC Acquisitions, L.P., a Delaware limited partnership ("Lessee"), a primary document not previously recorded.

The names and addresses of the parties to the enclosed document are as follows:

LESSOR

BOT Financial Corporation
125 Summer Street
Boston, MA 02110-1625

LESSEE

MAC Acquisitions, L.P.
c/o. MORMAC Marine Group
3 Landmark Square
Stamford, CT 06901

Counterparts - Jm. Maser



Interstate Commerce Commission
Washington, D.C. 20423-0001

1/24/96

Office Of The Secretary

John K. Maser, III
Donelan, Cleary, Wood & Maser P.C.
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/24/96 at 12:00PM, and assigned recordation number(s). 19910.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19910

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is dated as of December 21, 1995, between BOT Financial Corporation ("Lessor"), 125 Summer Street, Boston, MA 02110-1625 and MAC Acquisitions, L.P., a Delaware limited partnership ("Lessee"), c/o MORMAC Marine Group, 3 Landmark Square, Stamford, Connecticut 06901.

WHEREAS, the Lessor and Lessee are entering into that certain Equipment Leasing Agreement dated as of December 27, 1995 covering the equipment set forth on Schedule A attached hereto and made a part hereof (the "Railcars").

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said Railcars by the Lessor and the leasehold interest of said Railcars of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

MAC Acquisitions, L.P., by its
General partner, MAC Acquisitions, Inc.

By: [Signature]
Title: VICE PRESIDENT

BOT Financial Corporation

By: [Signature]
Title: SENIOR VICE PRESIDENT

County of FAIRFIELD)

ss:

State of CONNECTICUT)

On this 29th day of December, 1995, before me personally appeared ANDREW P. LANGLOIS, to me personally know, who, being duly sworn, says that (s)he is the VICE PRESIDENT of MAC Acquisitions, Inc., general partner of MAC Acquisitions, L.P. and that the foregoing instrument was signed on behalf of said limited partnership by the corporation by the authority of its board of directors, and that (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said limited partnership and corporation.

Marion A. George

Notary Public

My Commission expires April 30, 1998

County of Suffolk)

ss:

State of Massachusetts)

On this 18th day of January, 1996, before me personally appeared Gary L. Christensen, to me personally know, who, being duly sworn, says that (s)he is the Senior Vice President of BOT Financial Corporation and that the foregoing instrument was signed on behalf of said corporation by the authority of its board of directors, and that (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Mark A. [Signature]

Notary Public

My Commission expires 7/1/99

SCHEDULE A TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT

100 used steel bodied open top hopper cars, 100-ton, 2,020 cubic foot capacity Identification Marks and Numbers:

VMEX-800, VMEX-802, VMEX-804, VMEX-805, VMEX-807, VMEX-809, VMEX-810, VMEX-811, VMEX-812, VMEX-814, VMEX-816, VMEX-817, VMEX-819, VMEX-821, VMEX-822, VMEX-823, VMEX-824, VMEX-826, VMEX-827, VMEX-831, VMEX-832, VMEX-835, VMEX-836, VMEX-839, VMEX-841, VMEX-842, VMEX-844, VMEX-845, VMEX-847, VMEX-848, VMEX-849, VMEX-851, VMEX-853, VMEX-856, VMEX-857, VMEX-858, VMEX-859, VMEX-861, VMEX-862, VMEX-863, VMEX-864, VMEX-866, VMEX-867, VMEX-868, VMEX-870, VMEX-871, VMEX-878, VMEX-881, VMEX-882, VMEX-883, VMEX-886, VMEX-887, VMEX-888, VMEX-891, VMEX-892, VMEX-895, VMEX-897, VMEX-900, VMEX-902, VMEX-903, VMEX-905, VMEX-906, VMEX-908, VMEX-909, VMEX-911, VMEX-913, VMEX-915, VMEX-924, VMEX-926, VMEX-927, VMEX-928, VMEX-929, VMEX-930, VMEX-931, VMEX-934, VMEX-936, VMEX-938, VMEX-939, VMEX-940, VMEX-942, VMEX-943, VMEX-944, VMEX-946, VMEX-947, VMEX-953, VMEX-954, VMEX-960, VMEX-961, VMEX-963, VMEX-965, VMEX-968, VMEX-969, VMEX-970, VMEX-971, VMEX-972, VMEX-975, VMEX-976, VMEX-977, VMEX-980, VMEX-993

32 used steel bodied open top gondola cars, 100-ton, 2,020 cubic foot capacity, Identification Marks and Numbers:

VMEX-1405, VMEX-1409, VMEX-1413, VMEX-1431, VMEX-1440, VMEX-1442, VMEX-1470, VMEX-1474, VMEX-1475, VMEX-1480, VMEX-1486, VMEX-1492, VMEX-1499, VMEX-1503, VMEX-1543, VMEX-1546, VMEX-1566, VMEX-1572, VMEX-1594, VMEX-1613, VMEX-1618, VMEX-1632, VMEX-1662, VMEX-1676, VMEX-1682, VMEX-1688, VMEX-1690, VMEX-1700, VMEX-1702, VMEX-1723, VMEX-1732, VMEX-1752

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The names and addresses of the parties to the enclosed document are as follows:

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LESSEE

MAC Acquisitions, L.P.
c/o. MORMAC Marine Group
3 Landmark Square
Stamford, CT 06901

Secretary Williams
January 24, 1996
Page 2

A general description of the one hundred (100) used steel bodies open top hopper cars and the thirty-two (32) used steel bodied open top gondola cars covered by the enclosed Memorandum of Lease of Railroad Equipment is set forth on schedule A attached hereto. The Lessor and the Lessee are entering into that certain Equipment Leasing Agreement, dated December 27, 1995, covering the aforesaid railroad equipment. The parties wish to show for the public record the ownership of the said railroad equipment by the Lessor and the leasehold interest in the said railroad equipment of the Lessee, and accordingly have caused this Memorandum of Lease of Railroad Equipment to be executed and recorded with the Board.

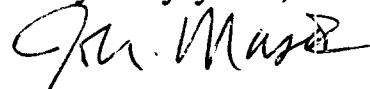
Enclosed is a check in the amount of twenty-one dollars (\$21.00) for the required recording fee.

A short summary of the document to appear in the index follows:

“Memorandum of Lease of Railroad Equipment,
dated as of December 27, 1995, between BOT Financial Corporation,
as Lessor, and MAC Acquisitions, L.P., as Lessee, Covering
100 Used Steel Bodied Open Top Hopper Cars and 32 Used Steel Bodied
Open Top Gondola Cars, as Identified in Schedule A attached hereto.”

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the Board acknowledging the filing and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III

*Attorney for purposes of this filing
BOT Financial Corporation and
MAC Acquisitions, L.P.*

Enclosures
2970-001
Williams ltr-1/19

SCHEDULE A TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT

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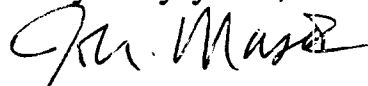
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*Attorney for purposes of this filing
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